

NOTICE IS HEREBY GIVEN THAT the 60th Annual General Meeting ("AGM") of Malayan Banking Berhad ("Maybank"/"the Company") will be held at, and broadcasted live from, Level 51, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia ("Broadcast Venue") on Friday, 26 June 2020 at 10.00 a.m. to transact the following businesses:-

AS ORDINARY BUSINESSES:

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors, each of whom retires by rotation in accordance with Articles 103 and 104 of the Company's Constitution and being eligible, offers herself/himself for re-election:
 - Datuk Mohaiyuni Shamsudin (Ordinary Resolution 1)
 - Dr. Hasnita Dato' Hashim (Ordinary Resolution 2)
 - Mr. Anthony Brent Elam (Ordinary Resolution 3)
- To re-elect the following Directors, each of whom retires in accordance with Article 107 of the Company's Constitution and being eligible, offers himself for re-election:
 - Dato' Idris Kechot (Ordinary Resolution 4)
 - Dato' Zulkiflee Abbas Abdul Hamid (Ordinary Resolution 5)
- To approve the payment of the following fees to Non-Executive Directors for the period from the 60th AGM to the 61st AGM of the Company:
 - Chairman's fee of RM610,000 per annum;
 - Vice Chairman's fee of RM440,000 per annum;
 - Director's fee of RM295,000 per annum for each Non-Executive Director;
 - Board Committee Chairman's fee of RM75,000 per annum for the Chairman of each Board Committee; and
 - Board Committee Member's fee of RM45,000 per annum for each member of a Board Committee. (Ordinary Resolution 6)
- To approve the payment of benefits to eligible Non-Executive Directors of an amount up to RM3,104,400 for the period from the 60th AGM to the 61st AGM of the Company. (Ordinary Resolution 7)
- To re-appoint Messrs Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESSES:

To consider, and if thought fit, to pass the following Ordinary Resolutions:-

7. AUTHORITY TO DIRECTORS TO ALLOT NEW ORDINARY SHARES IN MAYBANK ("MAYBANK SHARES")

"THAT subject always to the Companies Act, 2016 ("Act"), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and approval of the relevant government/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act, to allot Maybank Shares at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Maybank Shares to be allotted pursuant to the said allotment does not exceed ten percent (10%) of the total number of issued shares of the Company as at the date of such allotment and that the Directors be and are hereby authorised to obtain all necessary approvals from the relevant authorities for the allotment and listing and quotation of the additional shares so allotted on Bursa Malaysia and that such authority to allot Maybank Shares shall continue to be in force until the conclusion of the next annual general meeting of the Company." (Ordinary Resolution 9)

8. ALLOTMENT AND ISSUANCE OF NEW ORDINARY SHARES IN MAYBANK ("MAYBANK SHARES") IN RELATION TO THE RECURRENT AND OPTIONAL DIVIDEND REINVESTMENT PLAN THAT ALLOWS SHAREHOLDERS OF MAYBANK ("SHAREHOLDERS") TO REINVEST THEIR DIVIDEND TO WHICH THE DIVIDEND REINVESTMENT PLAN APPLIES, IN NEW MAYBANK SHARES ("DIVIDEND REINVESTMENT PLAN")

"THAT pursuant to the Dividend Reinvestment Plan as approved by the Shareholders at the Extraordinary General Meeting held on 14 May 2010, approval be and is hereby given to the Company to allot and issue such number of new Maybank Shares for the Dividend Reinvestment Plan upon such terms and conditions and to such persons as the Directors may in their absolute discretion, deem fit and in the interest of the Company PROVIDED THAT the issue price of the said new Maybank Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5)-day volume weighted average market price ("VWAMP") of Maybank Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price and that such authority to allot and issue Maybank Shares shall continue to be in force until the conclusion of the next annual general meeting of the Company;

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Reinvestment Plan with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments or at the discretion of the Directors in the best interest of the Company." (Ordinary Resolution 10)

- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 2016 and the Company's Constitution.

BY ORDER OF THE BOARD



WAN MARZIMIN WAN MUHAMMAD
(LS0009924) (SSM PC No.: 201908001697)
Company Secretary



FARIZ ABDUL AZIZ
(LS0007997) (SSM PC No.: 201908001696)
Joint Company Secretary

Kuala Lumpur
28 May 2020

NOTES:

- The 60th AGM will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by the appointed share registrar for this AGM, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") via TIH Online website at <https://tjih.online>. Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and Article 59(4) of the Company's Constitution which require the Chairperson of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.
- A member entitled to participate and vote at this AGM is entitled to appoint proxy(ies) to participate and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of a proxy.
- A member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Authorised Nominee") may appoint at least one proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company ("Maybank Shares") standing to the credit of the said securities account to participate and vote at this AGM.
 - Notwithstanding the above, for an exempt Authorised Nominee which holds Maybank Shares for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt Authorised Nominee may appoint in respect of each Omnibus Account.
- Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in some other manner approved by its directors.
- For an instrument appointing a proxy executed outside Malaysia, the signature must be attested by a Solicitor, Notary Public, Consul or Magistrate.
- The duly completed instrument appointing a proxy must be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The instrument appointing a proxy may also be submitted to Tricor electronically via TIH Online website at <https://tjih.online> (applicable to individual members only). Please follow the procedures provided in the Administrative Notes for the AGM if members wish to submit the instrument appointing a proxy electronically. All instruments appointing a proxy must be deposited with Tricor no later than Thursday, 25 June 2020 at 10.00 a.m.

- For the purpose of determining a member who shall be entitled to participate at the AGM in accordance with Article 59(1) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 15 June 2020. Only a member whose name appears on the Record of Depositors as at 15 June 2020 shall be eligible to participate at the AGM or appoint proxy(ies) to participate and vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 60th AGM of the Company shall be put to vote by way of a poll.

11. Explanatory notes on Ordinary Businesses:-

(i) Audited Financial Statements for the financial year ended 31 December 2019

The Audited Financial Statements are laid for discussion only in accordance with Section 340(1)(a) of the Companies Act, 2016 ("Act") and will not be put forward for voting.

(ii) Ordinary Resolutions 1, 2, 3, 4 and 5 - Re-election of Directors

The Nomination and Remuneration Committee ("NRC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking re-election.

Based on the results of the Board Effectiveness Evaluation conducted for financial year ended 31 December 2019, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the Independent Directors seeking re-election has also provided his/her annual declaration/confirmation on his/her fitness and propriety as well as independence.

The Board endorsed the NRC's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the NRC and Board meetings.

The details and profiles of the Directors who are standing for re-election at the 60th AGM are provided in the "Board of Directors" section on pages 72 and 73 of Maybank's Annual Report 2019.

(iii) Ordinary Resolution 6 - Payment of Non-Executive Directors' Fees

The proposed fees to be paid to Non-Executive Directors from this AGM to the next AGM of the Company is based on the following fee structure which has not changed since it was first approved by the shareholders at the previous AGMs:-

		Annual Fee (RM)	Shareholders' Approval
Board	Chairman	610,000	Approved at the 55 th AGM held on 7 April 2015
	Vice-Chairman	440,000	
	Member	295,000	
Board Committee	Chairman	75,000	Approved at the 58 th AGM held on 12 April 2018
	Member	45,000	

(iv) Ordinary Resolution 7 - Benefits Payable to Non-Executive Directors

The benefits payable to Non-Executive Directors comprise allowances, benefits-in-kind and other emoluments payable to them, details of which are as follows:

- Meeting Allowance
 - Board Meetings - RM4,000 per meeting
 - Board Committee Meetings - RM4,000 per meeting
- Duty Allowance
 - Chairman of the Board - RM40,000 per month
- Company Car and Driver
 - Chairman of the Board
 - Vice-Chairman of the Board
 - (based on maximum taxable rate)
- Other Benefits
 - Includes benefits that are claimable or otherwise, including golf club membership, leave passage for the Chairman of the Board and other facilities made available by the Company to eligible Non-Executive Directors.

The proposed amount of up to RM3,104,400 to be paid as benefits to eligible Non-Executive Directors from this AGM to the next AGM of the Company is the same as the amount approved by the shareholders at the 58th AGM held on 12 April 2018 and since then have not changed.

(v) Ordinary Resolution 8 - Re-appointment of Auditors and Audit Fees

In June, 2019, a tender exercise for the appointment of external statutory auditors for the financial year ending 31 December 2020 ("FY2020") was initiated in compliance with the external statutory auditor rotation requirement set out in Maybank Group's Framework on Appointment of External Statutory Auditors for Provision of Statutory Audit and Non-Audit Services. Four (4) audit firms had participated in the tender exercise.

Based on the results of the tender exercise, the Audit Committee of the Board ("ACB") was satisfied with the technical competency, audit approach as well as audit independence of Messrs Ernst & Young PLT. Accordingly, the ACB had recommended the re-appointment of Messrs Ernst & Young PLT as external auditors of the Company for FY2020. The Board endorsed the ACB's recommendation for the re-appointment of Messrs Ernst & Young PLT as external auditors of the Company for FY2020.

The Board is also seeking shareholders' approval to authorise the Directors to fix the remuneration of the external auditors for FY2020.

12. Explanatory notes on Special Businesses:-

(i) Ordinary Resolution 9 - Authority to Directors to Allot Shares

The proposed Ordinary Resolution 9 is a general mandate to be obtained from the shareholders of the Company at this AGM and if passed, will empower the Directors pursuant to Section 75 of the Act to allot Maybank Shares of up to an aggregate amount not exceeding ten percent (10%) of the issued share capital of the Company as at the date of such allotment of shares without having to convene a general meeting. This general mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

The general mandate, if granted, will provide the Company the flexibility to undertake any share issuance without having to convene a general meeting and thereby reducing administrative time and costs associated with the convening of additional general meeting(s). The general mandate is to allow for possible share issue and/or fund raising exercises including placement of shares for the purpose of funding current and/or future investment project, working capital and/or acquisitions as well as in the event of any strategic opportunities involving equity deals which may require the Company to allot and issue new Maybank Shares on urgent basis. In any event, the exercise of the mandate is only to be undertaken if the Board considers it to be in the best interest of the Company.

The Company has not issued any new Maybank Shares under the general mandate for allotment of shares pursuant to Section 75 of the Act which was approved at the 59th AGM held on 11 April 2019 and which will lapse at the conclusion of this AGM.

(ii) Ordinary Resolution 10 - Allotment of Shares in relation to Dividend Reinvestment Plan

This proposed Ordinary Resolution 10 if passed, will give authority to the Directors to allot and issue Maybank Shares pursuant to the Dividend Reinvestment Plan in respect of dividends declared after this AGM, and such authority shall expire at the conclusion of the next AGM of the Company.

Statement Accompanying Notice of 60th Annual General Meeting (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Directors who are standing for re-election at the 60th AGM

The details of the Directors who are standing for re-election at the 60th AGM are provided in the "Board of Directors" section on pages 72 and 73 of Maybank's Annual Report 2019.

2. Authority to Directors to Allot Shares

Details on the authority to allot shares in Maybank pursuant to Section 75 of the Companies Act, 2016 are provided under the explanatory notes on special businesses in the Notice of the 60th AGM.

DENGAN INI DIMAKLUMKAN BAHAWA Mesyuarat Agung Tahunan ("AGM") ke-60 Malayan Banking Berhad ("Maybank"/"Syarikat") akan diadakan di, dan disiarkan secara langsung dari Aras 51, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur, Malaysia ("Lokasi Siaran") pada hari Jumaat, 26 Jun 2020, 10.00 pagi untuk tujuan melaksanakan urusan-urusan berikut:-

- URUSAN BIASA:**
- Untuk menerima Penyata Kewangan Syarikat yang telah diaudit bagi tempoh kewangan berakhir pada 31 Disember 2019 bersama dengan laporan-laporan Lembaga Pengarah dan Juruaudit.
 - Untuk melantik semula para Pengarah berikut yang bersama mengikut giliran selaras dengan Artikel 103 dan 104 Perlembagaan Syarikat dan oleh kerana layak, menawarkan diri mereka untuk dilantik semula:-
 - Dato Mohaiyani Shamsudin (Resolusi Biasa 1)
 - Dr. Hasnita Dato' Hashim (Resolusi Biasa 2)
 - Encik Anthony Brent Elam (Resolusi Biasa 3)
 - Untuk melantik semula para Pengarah berikut yang bersama selaras dengan Artikel 107 Perlembagaan Syarikat dan oleh kerana layak, menawarkan diri mereka untuk dilantik semula.
 - Dato' Idris Kechot (Resolusi Biasa 4)
 - Dato' Zulkiflee Abbas Abdul Hamid (Resolusi Biasa 5)
 - Untuk meluluskan pembayaran yuran para Pengarah Bukan Eksekutif daripada AGM ke-60 hingga AGM ke-61 Syarikat:-
 - Yuran Pengerusi sebanyak RM610,000 setahun;
 - Yuran Timbalan Pengerusi sebanyak RM440,000 setahun;
 - Yuran Pengarah sebanyak RM295,000 setahun bagi setiap Pengarah Bukan Eksekutif;
 - Yuran Pengerusi Jawatankuasa Lembaga sebanyak RM75,000 setahun bagi Pengerusi setiap Jawatankuasa Lembaga; dan
 - Yuran Ahli Jawatankuasa Lembaga sebanyak RM45,000 setahun bagi setiap ahli Jawatankuasa Lembaga. (Resolusi Biasa 6)
 - Untuk meluluskan jumlah sehingga RM3,104,400 sebagai pembayaran manfaat kepada para Pengarah Bukan Eksekutif yang layak daripada AGM ke-60 hingga AGM ke-61 Syarikat. (Resolusi Biasa 7)
 - Untuk melantik semula Tetuan Ernst & Young PLT sebagai Juruaudit Syarikat bagi tahun kewangan berakhir 31 Disember 2020 dan memberi kuasa kepada para Pengarah untuk menetapkan ganjaran mereka. (Resolusi Biasa 8)

- URUSAN KHAS:**
- Untuk menimbang dan sekiranya bersetujuan, meluluskan Resolusi Biasa berikut:-
- MEMBERI KUASA KEPADA PARA PENGARAH UNTUK MEMPERUNTUKKAN SAHAM BIASA BARU MAYBANK ("SAHAM MAYBANK")**
 "BAHAWA tertakluk kepada Akta Syarikat, 2016, Perlembagaan Syarikat, Keperluan Penyenaraian Pasaran Utama Bursa Malaysia Securities Berhad ("Bursa Malaysia") dan kelulusan pihak berkuasa/pengawalsetia Kerajaan berkaitan, para Pengarah adalah diberikan kuasa menurut Seksyen 75, Akta Syarikat, 2016, untuk memperuntukkan Saham Maybank pada bila-bila masa dan mengikut sebarang terma dan syarat-syarat dan untuk tujuan tertentu, mengikut budi bicara mutlak para Pengarah, dengan syarat bahawa jumlah agregat saham yang akan diperuntukkan menurut peruntukan tersebut tidak melebihi sepuluh peratus (10%) daripada jumlah modal saham Syarikat pada tarikh peruntukan tersebut dan bahawa para Pengarah adalah dan dengan ini diberi kuasa untuk mendapatkan kesemua kelulusan yang diperlukan daripada pihak berkuasa yang berkaitan untuk peruntukan dan penyenaaran dan sebut harga saham tambahan yang diperuntukkan di Bursa Malaysia dan kuasa untuk memperuntukkan saham itu akan terus berkuat kuasa sehingga berakhirnya mesyuarat agung tahunan Syarikat yang berikutnya." (Resolusi Biasa 9)
 - PERUNTUKAN DAN TERBITAN SAHAM BIASA BARU DALAM MAYBANK ("SAHAM MAYBANK") BERKAITAN PELABURAN SEMULA DIVIDEN BERULANG DAN PILIHAN YANG MEMBENARKAN PEMEGANG SAHAM MAYBANK ("PEMEGANG SAHAM") UNTUK MELABUR SEMULA DIVIDEN MEREKA DI MANA PELAN PELABURAN SEMULA DIVIDEN DIGUNAPAKAI, DALAM SAHAM BARU MAYBANK ("PELAN PELABURAN SEMULA DIVIDEN")**
 "BAHAWA menurut Pelan Pelaburan Semula Dividen seperti diluluskan oleh Pemegang Saham pada Mesyuarat Agung Luar Biasa pada 14 Mei 2010, kelulusan diberikan kepada Syarikat untuk memperuntukkan dan menerbitkan sejumlah Saham Baru Maybank bagi Pelan Pelaburan Semula Dividen di bawah terma-terma dan syarat-syarat dan kepada mereka yang berkenaan mengikut budi bicara mutlak para Pengarah dan untuk kepentingan Syarikat DENGAN SYARAT harga terbitan Saham Baru Maybank ditetapkan oleh Pengarah tidak lebih daripada sepuluh peratus (10%) diskaun pada penyelarasan nilai harga pasaran purata wajaran lima (5) hari ("VWAMP") bagi Saham Maybank sejurus sebelum tarikh penetapan harga, yang mana VWAMP diselaraskan sebagai ex-dividen sebelum menggunakan diskaun yang disebutkan dalam penetapan harga terbitan dan bahawa kuasa untuk memperuntukkan dan menerbitkan Saham Maybank akan terus berkuatkuasa sehingga berakhirnya mesyuarat agung tahunan Syarikat yang berikutnya;
 DAN BAHAWA Pengarah dan Setiausaha Syarikat dengan ini diberi kuasa untuk melakukan tindakan dan melaksanakan urusniaga seumpamanya, urusan-urusan dan dokumen-dokumen yang mungkin diperlukan atau dipercepatkan untuk memberi kesan sepenuhnya terhadap Pelan Pelaburan Semula Dividen dengan kuasa sepenuhnya untuk mengizinkan sebarang syarat, pengubahsuaian, variasi dan/atau pindaan (jika ada) yang mungkin dikenakan atau dipersetujui oleh mana-mana pihak berkuasa atau akibat daripada pelaksanaan syarat, pengubahsuaian, variasi dan/atau pindaan atau atas budi bicara para Pengarah dalam membuat keputusan terbaik untuk Syarikat." (Resolusi Biasa 10)
 - Untuk melaksanakan sebarang urusan-urusan lain Syarikat yang mana notis mengenainya telah diterima selaras dengan Akta Syarikat, 2016 dan Perlembagaan Syarikat.

		Yuran Tahunan (RM)	Kelulusan Para Pemegang Saham
Lembaga	Pengerusi Timbalan Pengerusi Ahli	610,000 440,000 295,000	Diluluskan pada AGM ke-55 yang telah diadakan pada 7 April 2015
Jawatankuasa Lembaga	Pengerusi Ahli	75,000 45,000	Diluluskan pada AGM ke-58 yang telah diadakan pada 12 April 2018

- (iv) **Resolusi Biasa 7 - Manfaat Berbayar Kepada Para Pengarah Bukan Eksekutif**
 Manfaat yang berbayar kepada para Pengarah Bukan Eksekutif terdiri daripada elaun, manfaat berupa benda dan emolument lain, yang mana butirannya adalah seperti berikut:
- Elaun Mesyuarat
 - Ahli-Ahli Lembaga - RM4,000 setiap mesyuarat
 - Ahli-ahli Jawatankuasa Lembaga - RM4,000 setiap mesyuarat
 - Elaun Tugasan
 - Pengerusi Lembaga Pengarah - RM40,000 sebulan
 - Kereta Syarikat dan Pemandu
 - Pengerusi Lembaga Pengarah
 - Timbalan Pengerusi Lembaga Pengarah (berdasarkan kadar boleh dikenakan cukai maksimum)
 - Manfaat Lain
 - Merangkumi manfaat yang boleh dituntut atau sebaliknya, termasuk keahlian kelab golf, tambang percutian bagi Pengerusi Lembaga Pengarah dan kemudahan-kemudahan lain yang disediakan oleh Syarikat bagi para Pengarah Bukan Eksekutif
- Jumlah sebanyak RM3,104,400.00 yang dicadangkan untuk dibayar sebagai manfaat kepada Pengarah Bukan Eksekutif yang layak mulai AGM ini sehingga ke AGM Syarikat yang berikutnya adalah jumlah yang sama yang telah diluluskan pada AGM ke-58 yang telah diadakan pada 12 April 2018.

- (v) **Resolusi Biasa 8 - Pelantikan semula Juruaudit dan Yuran Audit**
 Pada bulan Jun 2019, pelaksanaan tender pelantikan juruaudit berkanun luaran bagi tahun kewangan berakhir 31 Disember 2020 ("TK2020") telah dimulakan selaras dengan keperluan putaran juruaudit berkanun luaran yang ditetapkan di dalam Rangka Kerja Kumpulan Maybank berkaitan Pelantikan Juruaudit Berkanun Luaran untuk Peruntukan Perkhidmatan Audit dan Bukan Audit Berkanun. Sebanyak empat (4) firma audit telah menyertai tender tersebut.
- Berdasarkan hasil tender, Jawatankuasa Audit Lembaga ("ACB") berpuas hati dengan kompetensi teknikal, pendekatan audit dan juga kebebasan audit Berikutannya, ACB telah mengesyorkan pelantikan semula Tetuan Ernst & Young PLT sebagai juruaudit luaran Syarikat untuk TK2020. Lembaga Pengarah mengesahkan cadangan ACB untuk melantik semula Tetuan Ernst & Young PLT sebagai juruaudit luaran Syarikat untuk TK2020.
- Lembaga Pengarah juga memohon kelulusan para pemegang saham untuk memberi kuasa kepada para Pengarah untuk menetapkan yuran juruaudit luaran untuk TK2020.

12. **Nota-nota penjelasan kepada Urusan Khas:-**
- (i) **Resolusi Biasa 9 - Memberi Kuasa kepada Para Pengarah untuk Memperuntukkan Saham**
 Resolusi Biasa 9 yang dicadangkan adalah mandat am yang akan dipohon daripada pemegang-pemegang saham Syarikat pada AGM ini, dan sekiranya diluluskan akan memberi kuasa kepada para Pengarah menurut Seksyen 75 Akta Syarikat, 2016 untuk memperuntukkan Saham Maybank menerusi modal Syarikat untuk bilangan agregat saham tidak melebihi sepuluh peratus (10%) saham terbitan Syarikat pada tarikh peruntukan saham tersebut tanpa perlu mengadakan satu mesyuarat agung. Mandat ini, kecuali ditarik balik atau diubah pada satu mesyuarat agung yang lain, akan luput pada pengakhiran mesyuarat agung tahunan Syarikat yang berikutnya.
- Mandat am ini, sekiranya diluluskan akan memberikan Syarikat fleksibiliti untuk melaksanakan sebarang terbitan saham tanpa perlu mengadakan mesyuarat agung dan seterusnya mengurangkan masa dan kos pentadbiran yang berkait dengan mengadakan mesyuarat agung tambahan. Mandat am ini akan membolehkan terbitan saham dan/atau aktiviti penjana dana termasuk penempatan saham untuk tujuan pembiayaan projek pelaburan semasa dan/atau di masa hadapan, modal kerja dan/atau pemerolehan dan juga sekiranya timbul peluang strategik termasuk tawaran ekuiti yang memerlukan Syarikat menerbit dan memperuntukkan Saham Maybank baru dengan kadar segera. Walau bagaimanapun mandat ini hanya akan dilaksanakan sekiranya Lembaga Pengarah menganggapnya sebagai suatu kepentingan terbaik untuk Syarikat.
- Syarikat tidak menerbitkan sebarang Saham Maybank baharu di bawah mandat am bagi peruntukan saham menurut Seksyen 75 Akta Syarikat, 2016 yang telah diluluskan pada AGM ke-59 yang telah diadakan pada 11 April 2019 dan akan luput pada pengakhiran AGM ini.

(ii) **Resolusi Biasa 10 - Peruntukan Saham Berkaitan Pelan Pelaburan Semula Dividen**
 Resolusi Biasa 10 yang dicadangkan, sekiranya diluluskan akan memberi kuasa kepada para Pengarah untuk memperuntukkan dan menerbitkan saham bagi Pelan Pelaburan Semula Dividen bagi dividen yang diisytiharkan selepas AGM ini dan kuasa ini akan luput pada pengakhiran AGM Syarikat yang berikutnya.

Penyata Yang Disertakan Bersama Notis Mesyuarat Agung Tahunan Ke-60
 (Menurut Perenggan 8.27(2) Keperluan Penyenaraian Pasaran Utama Bursa Malaysia Securities Berhad)

- Para Pengarah yang menawarkan diri untuk dilantik semula di AGM ke-60**
 Butiran para Pengarah yang menawarkan diri untuk dilantik semula di AGM ke-60 dinyatakan di bahagian "Lembaga Pengarah" pada halaman 72 dan 73 Laporan Tahunan Maybank 2019.
- Memberi Kuasa kepada Para Pengarah untuk Memperuntukkan Saham**
 Butiran berkaitan pemberian kuasa untuk memperuntukkan saham Maybank menurut Seksyen 75 Akta Syarikat, 2016 dinyatakan di dalam nota-nota penjelasan berkaitan urusan khas di dalam Notis AGM ke-60.

WAN MARZIMIN WAN MUHAMMAD
 (LS0009924)(SSM PC No.: 201908001697)
 Setiausaha Syarikat
 Kuala Lumpur
 28 Mei 2020



FARIZ ABDUL AZIZ
 (LS0007997)(SSM PC No.: 201908001696)
 Setiausaha Bersama Syarikat

NOTA-NOTA:

- AGM ke-60 Syarikat akan dilaksanakan secara virtual melalui penstriman langsung dan pengundian dalam talian menggunakan kemudahan Penyertaan dan Pengundian Jauh ("RPV") yang akan disediakan oleh pendaftar saham yang dilantik untuk AGM ini iaitu Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") melalui laman web TIH Online di <https://tjh.online>. Sila ikuti prosedur yang disediakan di dalam Nota-nota Pentadbiran untuk AGM bagi mendaftar, menyertai dan mengundi secara jauh menggunakan kemudahan RPV.
- Lokasi Penyiaran adalah semata-mata untuk tujuan mematuhi Seksyen 327(2) Akta Syarikat, 2016 dan Artikel 59(4) Perlembagaan Syarikat yang mewajibkan Pengerusi Mesyuarat hadir di lokasi utama mesyuarat. Ahli/proksi tidak dibenarkan hadir di Lokasi Siaran.
- Setiap ahli yang berhak menyertai dan mengundi di AGM ini boleh melantik proksi atau proksi-proksi untuk menyertai mesyuarat dan mengundi bagi pihaknya. Proksi itu tidak semestinya seorang ahli Syarikat ini dan tiada sebarang sekatan berkaitan kelayakan proksi.
- (i) Seorang ahli yang merupakan seorang penama yang diberi kuasa sepertimana ditakrifkan di bawah Akta Industri Sekuriti (Pendeposit Pusat) 1991 ("Penama Diberi Kuasa"), berhak melantik sekurang-kurangnya satu proksi tetapi tidak melebihi dua (2) proksi bagi setiap satu akaun sekuriti yang dipegangnya yang masih berbaki kredit saham-saham biasa Syarikat ("Saham Maybank") bagi akaun sekuriti berkenaan untuk menyertai dan mengundi di AGM ini.
 (ii) Meskipun di atas, seorang Penama Diberi Kuasa dikecualikan, yang memegang saham biasa dalam Syarikat untuk beberapa pemilik bermanfaat dalam satu akaun sekuriti ("Akaun Omnibus"), tidak ada sebarang had kepada bilangan proksi yang boleh dilantik oleh Penama Diberi Kuasa dikecualikan bagi setiap Akaun Omnibus yang dipegangnya.
- Sekiranya seorang ahli melantik lebih daripada seorang proksi, perlantikan tersebut hanya sah sekiranya beliau menyatakan bahagian pegangan yang diwakili oleh setiap proksi.
- Suratcara pelantikan proksi hendaklah dibuat secara bertulis oleh pelantik atau wakil yang telah diberikan kuasa secara bertulis, atau jika pelantik adalah sebuah perbadanan, suratcara pelantikan proksi itu mestilah mempunyai meterai syarikat atau sebarang cara yang diluluskan oleh para pengarah perbadanan tersebut.
- Bagi Borang Proksi yang telah disempurnakan di luar Malaysia, tanda tangannya mestilah disahkan oleh Peguamcara, Notari Awam, Konsul atau Majistret.
- Suratcara pelantikan proksi yang lengkap mestilah dihantarkan ke pejabat Tricor di Unit 32-01, Aras 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia atau Pusat Khidmat Pelanggannya di Unit G-3, Tingkat Bawah, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Suratcara pelantikan proksi juga boleh diserahkan kepada Tricor secara elektronik melalui laman web TIH Online di <https://tjh.online> (untuk ahli individu sahaja). Sila ikuti prosedur yang disediakan di dalam Nota-nota Pentadbiran untuk AGM sekiranya ahli-ahli ingin menyerahkan suratcara pelantikan proksi secara elektronik. Kesemua suratcara pelantikan proksi mestilah diserahkan kepada Tricor selewat-lewatnya pada hari Khamis, 25 Jun 2020, jam 10.00 pagi.